

EXHIBIT E

Hearing Date and Time: October 19, 2006, 10:00 a.m.
Objection Deadline: October 12, 2006, 4:00 p.m.

CANTOR COLBURN LLP
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Debtors and Debtors-in-Possession

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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PROPOSED
ORDER ALLOWING THE
FIRST INTERIM APPLICATION OF CANTOR COLBURN LLP FOR ALLOWANCE
OF COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES PURSUANT TO 11 U.S.C. §§ 330, 331

At New York, in said District, on this _____ day of _____, 2006:

This matter having come before the Court on the SECOND INTERIM APPLICATION OF
CANTOR COLBURN LLP FOR ALLOWANCE OF COMPENSATION FOR SERVICES

RENDERED AND REIMBURSEMENT OF EXPENSES PURSUANT TO 11 U.S.C. §§ 330, 331 (the “Application”), and after notice and hearing on the Application on June 20, 2006, it appearing that Cantor Colburn LLP is entitled to compensation for services rendered and reimbursement of expenses pursuant to 11 U.S.C. §§ 330, 331, and this Court having considered and overruled all objections to the Application,

IT IS HEREBY ORDERED THAT:

- a. Cantor Colburn’s Second Interim Application For Allowance Of Compensation For Services Rendered And Reimbursement Of Expenses Pursuant To 11 U.S.C. §§ 330, 331 in the total amount of Three Hundred Ten Thousand Eight Hundred Eleven and 11/100 Dollars (\$310,811.11), comprising compensation for professional services rendered in the amount of Two Hundred Fifty-Seven Thousand Eighty-Six and 00/100 Dollars (\$257,086.00) and reimbursement of actual, reasonable and necessary expenses in the amount of Fifty Three Thousand Seven Hundred Twenty-Five and 11/100 Dollars (\$53,725.11), for services rendered and expenses incurred during the period of February 1, 2006, through and including May 31, 2006 (the “Second Fee Period”) is hereby APPROVED;
- b. The Debtor’s payment to Cantor Colburn of Two Hundred Five Thousand, Six Hundred Sixty Eight and 80/100 Dollars (\$205,668.80), representing eighty percent (80%) of the professional fees (\$257,086.00) and Fifty Three Thousand Seven Hundred Twenty-Five and 11/100 Dollars (\$53,725.11), representing one hundred percent (100%) of the expenses incurred during the Second Fee Period, all pursuant to the Interim Compensation Order, is hereby APPROVED; and

- c. Debtors are hereby AUTHORIZED to pay to Cantor Colburn Fifty-One Thousand Four Hundred Seventeen and 20/100 Dollars (\$51,417.20) representing the twenty percent (20%) holdback on professional fees during the Second Fee Period.

ENTERED AS AN ORDER OF THIS COURT ON THE _____ DAY OF _____, 2006.

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE